

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

In the Matter of the Application of	)	
<b>Communications Sales &amp; Leasing, Inc.</b>	)	
(Transferee),	)	
	)	
and	)	
	)	
<b>PEG Bandwidth Holdings, LLC (Transferor),</b>	)	WC Docket No. 16-_____
<b>PEG Bandwidth, LLC, PEG Bandwidth DC,</b>	)	
<b>LLC, PEG Bandwidth DE, LLC, PEG</b>	)	
<b>Bandwidth IA, LLC, PEG Bandwidth IL, LLC,</b>	)	
<b>PEG Bandwidth LA, LLC, PEG Bandwidth</b>	)	
<b>MA, LLC, PEG Bandwidth MD, LLC, PEG</b>	)	
<b>Bandwidth MS, LLC, PEG Bandwidth NJ, LLC,</b>	)	
<b>PEG Bandwidth NY, LLC, PEG Bandwidth PA,</b>	)	
<b>LLC, PEG Bandwidth TX, LLC, PEG Bandwidth</b>	)	
<b>VA, LLC, and Contact Network, LLC</b>	)	
(Licensees)	)	
	)	
for authority pursuant to Section 214 of the	)	
Communications Act of 1934, as amended, to	)	
Transfer Indirect Control of Licensees, Domestic	)	
Carriers, to Communications Sales & Leasing, Inc.	)	

**JOINT APPLICATION**

PEG Bandwidth Holdings, LLC (“PEG Holdings” or “Transferor”) and Communications Sales & Leasing, Inc. (“CSAL” or “Transferee,” and together with Transferor, “Applicants”) respectfully request authority pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Section 63.04 of the Commission’s Rules, 47 C.F.R. § 63.04, to transfer indirect control of PEG Bandwidth, LLC, PEG Bandwidth DC, LLC, PEG Bandwidth DE, LLC, PEG Bandwidth IA, LLC, PEG Bandwidth IL, LLC, PEG Bandwidth LA, LLC, PEG Bandwidth MA, LLC, PEG Bandwidth MD, LLC, PEG Bandwidth MS, LLC, PEG Bandwidth NJ, LLC, PEG Bandwidth NY, LLC, PEG Bandwidth PA, LLC, PEG Bandwidth TX, LLC, PEG

Bandwidth VA, LLC, and Contact Network, LLC (collectively, “Licensees”), from Transferor to CSAL (the “Transaction”).

The Applicants request streamlined treatment of this Application pursuant to Section 63.03 of the Commission’s Rules, 47 C.F.R. § 63.03. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission’s Rules because (i) the proposed transaction will result in the Applicants (including their Affiliates, as that term is defined in Section 3(1) of the Act) having a market share in the interstate, interexchange market of less than 10 percent; (ii) the Applicants (including their Affiliates) will provide competitive telephone exchange services or exchange access services, if at all, exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (iii) neither the Applicants nor any of their Affiliates are regulated as dominant with respect to any service.

## **I. DESCRIPTION OF THE APPLICANTS**

### **A. Transferor and Licensees**

Licensees are Delaware limited liability companies, with the exception of Contact Network, LLC, an Alabama limited liability company. Transferor and Licensees’ principal offices are located at 3 Bala Plaza East, Suite 502, Bala Cynwyd, PA 19004. Each Licensee, with the exception of Contact Network, LLC, is principally a “carrier’s carrier,” authorized to provide telecommunications services to providers of wireless telecommunications as well as other carriers in Alabama, Delaware, the District of Columbia, Illinois, Indiana, Iowa, Kentucky, Louisiana, Maryland, Massachusetts, Mississippi, Missouri, New Jersey, new York, Ohio, Pennsylvania, Texas, Virginia and West Virginia. Contact Network, LLC is principally a retail provider in Alabama, Illinois, Louisiana and Mississippi.

The Licensees are each directly owned by PEG Bandwidth, which in turn is currently controlled by PEG Holdings, a Delaware limited liability company. PEG Holdings is a holding company and does not provide telecommunications services in its own right. PEG Holdings, in turn, is currently owned by Associated Partners, L.P. ("AP"), a Guernsey limited partnership, and KKR Wireless Investors, L.P. ("KKR"), a Delaware limited partnership. Neither AP nor KKR provide telecommunications in their own right. AP and KKR are investment partnerships that focus on opportunities in infrastructure, telecommunications, Internet/media, and related technologies.

**B. CSAL (Transferee), CSL Bandwidth, and Merger Sub**

Communications Sales and Leasing, Inc. (NASDAQ: CSAL), a Maryland corporation headquartered at 10802 Executive Center Drive, Benton Building, Suite 300, Little Rock, Arkansas 72211, is a publicly traded real estate investment trust that engages in the acquisition and construction of infrastructure in the communications industry. Prior to April 24, 2015, CSAL was a wholly-owned subsidiary of Windstream Services, LLC ("Windstream Services"), a wholly owned subsidiary of Windstream Holdings, Inc. ("Windstream Holdings," and together with its subsidiaries, "Windstream"). On April 24, 2015, Windstream contributed to CSAL certain telecommunications network assets (in certain states), including fiber and copper networks and other real estate through a sale-lease back transaction, and then spun off CSAL in a share exchange with Windstream stockholders.<sup>1</sup> CSAL now operates as an independent, publicly-traded company, and leases telecommunications network assets and property back to Windstream for the operation of Windstream's business. CSAL currently owns 3.5 million fiber strand

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<sup>1</sup> Certain residential telecommunications services were also spun off from Windstream operating companies to CSAL's subsidiary, Talk America Services, LLC. *See, e.g.*, FCC, DA 15-690 (June 11, 2015).

miles, 235,000 route miles of copper, and other property across dozens of states. Additional information on CSAL can be found at: [www.cslreit.com/about.html](http://www.cslreit.com/about.html).

CSAL does not provide telecommunications services in its own right. However, it owns Talk America Services, LLC (“TAS”), a Delaware limited liability company, which is licensed as a telecommunications service provider in several states and is authorized by the FCC to provide domestic and international telecommunications services.<sup>2</sup>

CSL Bandwidth Inc. (“CSL Bandwidth”), a Delaware corporation, and wholly owned subsidiary of CSAL, was formed for purposes of holding the ownership interests of PEG Bandwidth following the Transaction. Penn Merger Sub, LLC (“Merger Sub”) is a Delaware limited liability company, wholly owned by CSL Bandwidth (and thus indirectly wholly owned by CSAL), and was created for the purpose of effectuating the proposed merger with PEG Bandwidth. Both CSL Bandwidth and Merger Sub have the same principal place of business as CSAL, and neither provides telecommunications services in their own right.

## **II. DESCRIPTION OF THE TRANSACTION**

On January 7, 2016, CSAL, CSL Bandwidth, Merger Sub, PEG Holdings, and PEG Bandwidth entered into an Agreement and Plan of Merger (“Agreement”), pursuant to which CSAL will acquire control of PEG Bandwidth and its subsidiaries, including Licensees. Specifically, under the Agreement, CSAL’s indirect, wholly owned subsidiary, Merger Sub, will merge with and into PEG Bandwidth, with PEG Bandwidth surviving the merger as a wholly owned indirect subsidiary of CSAL. As a result, Licensees will become indirect, wholly owned subsidiaries of CSAL. For the Commission’s reference, post-transaction organization charts are provided as **Exhibit A**.

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<sup>2</sup> See ITC-214-20141022-00280.

While the Transaction will result in changes in the ultimate parent-level ownership of Licensees, it is not expected to change or affect its day-to-day operations or customer-facing activities. The Petitioners anticipate customers will benefit from the enhanced access of Licensees to capital and financial strengths of CSAL and also the availability of additional management expertise following the Transaction. The post-Transaction management of Licensees will continue substantially in the same manner as pre-Transaction but will also be able to draw upon the substantial experience in the telecommunications industry of the current management teams of CSAL and its subsidiaries.

### **III. INFORMATION REQUIRED BY SECTION 63.04**

Pursuant to Section 63.04 of the Commission's Rules, the Applicants submit the following information:

#### **63.04(a)(1): Name, address and telephone number of each Applicant and Licensee:**

##### Transferor and Licensees

PEG Bandwidth Holdings, LLC, PEG Bandwidth, LLC, PEG Bandwidth DC, LLC, PEG Bandwidth DE, LLC, PEG Bandwidth IA, LLC, PEG Bandwidth IL, LLC, PEG Bandwidth LA, LLC, PEG Bandwidth MA, LLC, PEG Bandwidth MD, LLC, PEG Bandwidth MS, LLC, PEG Bandwidth NJ, LLC, PEG Bandwidth NY, LLC, PEG Bandwidth PA, LLC, PEG Bandwidth TX, LLC, PEG Bandwidth VA, LLC, and Contact Network, LLC  
3 Bala Plaza East, Suite 502  
Bala Cynwyd, PA 19004  
Tel: 610-660-4910

##### Transferee

Communications Sales and Leasing, Inc.  
10802 Executive Center Drive  
Benton Building, Suite 300  
Little Rock, Arkansas 72211  
Tel: 501-850-0820

#### **63.04(a)(2): Jurisdiction of Organizations:**

Transferor: Transferor is a Delaware limited liability company.

Licensees:

PEG Bandwidth, LLC, PEG Bandwidth DC, LLC, PEG Bandwidth DE, LLC, PEG Bandwidth IA, LLC, PEG Bandwidth IL, LLC, PEG Bandwidth LA, LLC, PEG Bandwidth MA, LLC, PEG Bandwidth MD, LLC, PEG Bandwidth MS, LLC, PEG Bandwidth NJ, LLC, PEG Bandwidth NY, LLC, PEG Bandwidth PA, LLC, PEG Bandwidth TX, LLC, PEG Bandwidth VA, LLC are Delaware limited liability companies.

Contact Network, LLC is an Alabama limited liability company.

Transferee: CSAL is a Maryland corporation.

**63.04(a)(3): Correspondence concerning this Application should be sent to:**

For CSAL:

Russell M. Blau  
Jeffrey R. Strenkowski  
Denise S. Wood  
Morgan Lewis & Bockius, LLP  
2020 K Street, NW  
Washington, DC 20006  
Tel: (202) 373-6000  
Fax: (202) 373-6001  
Email: russell.blau@morganlewis.com  
jeffrey.strenkowski@morganlewis.com  
denise.wood@morganlewis.com

With a copy to:

Daniel Heard  
Senior Vice President - General Counsel  
and Secretary  
Communications Sales & Leasing, Inc.  
10802 Executive Center Drive  
Benton Building, Suite 300  
Little Rock, Arkansas 72211  
Tel: (501) 850-0844  
Email: daniel.heard@cslreit.com

For PEG Holdings and all Licensees:

Pat Crocker  
Crocker & Crocker  
Kalamazoo Building  
107 W. Michigan Avenue, 4th Floor  
Kalamazoo, Michigan 49007  
Tel: (269) 381-8893  
Fax: (269) 381-4855  
Email: patrick@crockerlawfirm.com

With a copy to:

Jay Birnbaum  
General Counsel  
c/o PEG Bandwidth, LLC  
Three Bala Plaza East, Suite 502  
Bala Cynwyd, PA, 19004  
Tel: (301) 469-4930  
Email: jbirnbaum@agrp.com

**63.04(a)(4): Ownership Information**

**1) Pre-Transaction Ownership of Licensees and Transferor**

Each of the Licensees are currently 100% directly owned by PEG Bandwidth, LLC.

The following entities currently directly or indirectly own or control 10% or more of PEG

Bandwidth, LLC:

- 1)    Name:                    PEG Bandwidth Holdings, LLC  
      Address:            3 Bala Plaza East, Suite 502  
                              Bala Cynwyd, PA 19004  
      Ownership:        90.2% directly in PEG Bandwidth (100% indirectly in Licensees)  
      Citizenship:      Delaware  
      Principal Business: Investments
- 2)    Name:                    AP PEG Bandwidth Investments, LLC  
      Address:            3 Bala Plaza East, Suite 502  
                              Bala Cynwyd, PA 19004  
      Ownership Interest: 100% directly in PEG Holdings (100% indirectly in Licensees)  
      Citizenship:      Delaware  
      Principal Business: Investments
- 3)    Name:                    Associated Partners, L.P.  
      Address:            600 Madison Avenue, Suite 1435  
                              New York, NY 10065  
      Ownership:        83.3% directly in AP PEG Bandwidth Investments, LLC (100% indirectly in Licensees)  
      Citizenship:      Guernsey  
      Principal Business: Investments
- 4)    Name:                    Associated Partners GP, L.P.  
      Address:            600 Madison Avenue, Suite 1435  
                              New York, NY 10065  
      Ownership:        general partner of Associated Partners, L.P. (100% indirectly in Licensees)  
      Citizenship:      Guernsey  
      Principal Business: Investments
- 5)    Name:                    Associated Partners GP Limited  
      Address:            600 Madison Avenue, Suite 1435  
                              New York, NY 10065  
      Ownership:        general partner of Associated Partners GP, L.P. (100% indirectly in Licensees)  
      Citizenship:      Guernsey  
      Principal Business: Investments

6) Name: David Berkman  
Address: 3 Bala Plaza East, Suite 502, Bala Cynwyd, PA 19004  
Ownership: 50% of Associated Partners GP Limited (100% indirectly in Licensees)  
Citizenship: U.S.  
Principal Business: Individual

7) Name: William Berkman  
Address: 3 Bala Plaza East, Suite 502, Bala Cynwyd, PA 19004  
Ownership: 50% of Associated Partners GP Limited (100% indirectly in Licensees)  
Citizenship: U.S.  
Principal Business: Individual

No other person holds more than a 10% direct or indirect interest in Licensees through Associated Partners GP Limited.

8) Name: Berkman Liberty Associated Holdings, LLC  
Address: 3 Bala Plaza East, Suite 502, Bala Cynwyd, PA 19004  
Ownership: 12.9% directly in Associated Partners, L.P. (12.9% indirectly in Licensees)  
Citizenship: Delaware  
Principal Business: Investments

Berkman Liberty Associated Holdings, LLC, is managed by David Berkman and William Berkman (see above). No person or entity holds a 10% direct or indirect interest in Licensees through Berkman Liberty Associated Holdings, LLC.

9) Name: Liberty Associated Holdings, LLC  
Address: 12300 Liberty Boulevard, Englewood, CO 80112  
Ownership: 33.37% directly in Associated Partners, L.P. (33.37% indirectly in Licensees)  
Citizenship: Delaware  
Principal Business: Holding Company

10) Name: Liberty Media Corp. (NASDAQ: LMCA)  
Address: 12300 Liberty Boulevard, Englewood, CO 80112  
Ownership: 100% directly in Liberty Associated Holdings, LLC (33.37% indirectly in Licensees)  
Citizenship: Delaware  
Principal Business: Investments

As a publicly traded company, the stock of Liberty Media Corp. is otherwise widely held and no other person holds more than 10% of the outstanding stock of Liberty Media Corp.

11) Name: Global Long Short Partners Master LP



Address: 200 West Street, New York, NY 10282  
 Ownership: 19.05% directly in Associated Partners, L.P. (19.05% indirectly in Licensees)  
 Citizenship: Cayman Islands  
 Principal Business: Investments

- 12) Name: Goldman Sachs Group, Inc. (NYSE: GS)  
 Address: 200 West Street, New York, NY 10282  
 Ownership: 100% directly in Global Long Short Partners Master LP (19.05% indirectly in Licensees)  
 Citizenship: Delaware  
 Principal Business: Investments

As a publicly traded company, the stock of Goldman Sachs Group, Inc. is widely held and no person holds more than 10% of the outstanding stock of Goldman Sachs Group, Inc.

- 13) Name: KKR Wireless Investors, L.P.  
 Address: 9 West Street 57th Street, Suite 4200, New York, NY 10019  
 Ownership: 16.7% directly in AP PEG Bandwidth Investments, LLC (16.7% indirectly in Licensees)  
 Citizenship: Delaware  
 Principal Business: Investments
- 14) Name: KKR Water Investors GP LLC  
 Address: 9 West Street 57th Street, Suite 4200, New York, NY 10019  
 Ownership: general partner of KKR Wireless Investors, L.P. (16.7% indirectly in Licensees)  
 Citizenship: Delaware  
 Principal Business: Investments
- 15) Name: KKR & Co., L.P. (NYSE: KKR)  
 Address: 9 West Street 57th Street, Suite 4200, New York, NY 10019  
 Ownership: indirect control of KKR Water Investors GP LLC (16.7% indirectly in Licensees)  
 Citizenship: Delaware  
 Principal Business: Investments

As a publicly traded company, the equity of KKR & Co., L.P. is widely held and no person holds more than 10% of the outstanding stock of KKR & Co., L.P.

## **2) Current Ownership of Transferee and Post-Transaction Ownership of Licensees**

The ownership of the Transferee will not change as a result of the proposed transaction. Following the Transaction, each Licensee will continue to be wholly owned by PEG Bandwidth, LLC and the following persons or entities will directly or indirectly own 10% or greater of Licensees as calculated pursuant to the Commission ownership attribution rules for wireline telecommunications carriers:

- 1)     Name:                 CSL Bandwidth Inc.  
       Address:            10802 Executive Center Drive, Benton Building, Suite 300  
                              Little Rock, Arkansas 72211  
       Ownership:          100% directly in PEG Bandwidth (100% indirectly in Li-  
                              censees)  
       Citizenship:        Delaware  
       Principal Business: Holding Company
  
- 2)     Name:                 Uniti Holdings LP  
       Address:            10802 Executive Center Drive, Benton Building, Suite 300  
                              Little Rock, Arkansas 72211  
       Ownership:          100% directly in CSL Bandwidth Inc. (100% indirectly in  
                              Licensees)  
       Citizenship:        Delaware  
       Principal Business: Holding Company
  
- 3)     Name:                 Uniti Holdings GP, LLC  
       Address:            10802 Executive Center Drive, Benton Building, Suite 300  
                              Little Rock, Arkansas 72211  
       Ownership:          Non-economic General Partner in Uniti Holdings LP  
                              (100% indirectly in Licensees)  
       Citizenship:        Delaware  
       Principal Business: Holding Company
  
- 4)     Name:                 Communications Sales & Leasing, Inc. (NASDAQ: CSAL)  
       Address:            10802 Executive Center Drive, Benton Building, Suite 300  
                              Little Rock, Arkansas 72211

Ownership Interest: 100% directly in Uniti Holdings GP, LLC and Uniti Holdings LP (100% indirectly in Licensees)  
Citizenship: Maryland  
Principal Business: Real Estate Investment Trust

- 5) Name: Windstream Services, LLC  
Address: 4001 Rodney Parham Rd., Little Rock, AR 72212  
Ownership Interest: 19.5% directly in Communications Sales & Leasing, Inc. (19.5% indirectly in Licensees)  
Citizenship: Delaware  
Principal Business: Communications

As a publicly traded company, the stock of Communications Sales & Leasing, Inc. is otherwise widely held and no other person holds more than 10% of the outstanding stock of Communications Sales & Leasing, Inc.

- 6) Name: Windstream Holdings, Inc. (NASDAQ: WIN)  
Address: 4001 Rodney Parham Rd., Little Rock, AR 72212  
Citizenship: Delaware  
Ownership: 100% directly in Windstream Services, LLC (19.5% indirectly in Licensees)  
Principal Business: Holding Company

As a publicly traded company, the stock of Windstream Holdings, Inc. is widely held and no person holds more than 10% of the outstanding stock of Windstream Holdings, Inc.

No other person or entity is expected to hold a 10 percent or greater ownership interest in the Licensees pursuant to the Commission's attribution rules as a result of the consummation of the Transaction contemplated by the Agreement.

#### **63.04(a)(5): Anti-Drug Abuse Act Certification**

As evidenced by the signature of each Applicant to this Application, each Applicant certifies that, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules, it is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

#### **63.04(a)(6): Description of the Transaction**

A description of the proposed Transaction is set forth in **Section II** above.

#### **63.04(a)(7): Geographic Areas Served**

The Applicants and their affiliates offer domestic telecommunications services in the U.S. as follows:

Licensee. Licensees are authorized to provide telecommunications services to providers of wireless telecommunications as well as other carriers in Alabama, Delaware, the District of Columbia, Illinois, Indiana, Iowa, Kentucky, Louisiana, Maryland, Massachusetts, Mississippi, Missouri, New Jersey, New York, Ohio, Pennsylvania, Texas, Virginia and West Virginia.

Transferee. Transferee does not provide telecommunications services in its own right. However, it owns Talk America Services, LLC (“TAS”), a Delaware limited liability company, which is licensed as a telecommunications service provider in several states. TAS provides resold and/or facilities-based local exchange and interexchange services in Alabama, Arizona, Arkansas, Colorado, Connecticut, Delaware, the District of Columbia, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Vermont, Virginia, Washington, West Virginia, Wisconsin and Wyoming.

#### **63.04(a)(8): Streamlining Categorization**

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's Rules because (i) the proposed transaction will result in the Applicants (including their Affiliates, as that term is defined in Section 3(1) of the Act) having a market share in the interstate, interexchange market of less than 10 percent; (ii) the Applicants (including their Affiliates) will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (iii) neither the Applicants nor any of their Affiliates are regulated as dominant with respect to any service.

#### **63.04(a)(9): Additional FCC Applications**

Applicants intend to file a Form 603 Transfer of Control of Wireless licenses held by certain Licensees through the Commission's Universal Licensing System.

#### **63.04(a)(10): Special Consideration Requests**

No party to the Transaction is facing imminent business failure. However, prompt completion of the proposed Transaction is nonetheless critical to ensure that Applicants can obtain the benefits described in the foregoing application. Accordingly, Applicants respectfully request that the Commission approve this Application on streamlined basis in order to allow Applicants to consummate the proposed Transaction as soon as possible.

#### **63.04(a)(11): Waiver Requests**

No waiver requests are being filed in conjunction with the Transaction.

#### **63.04(a)(12): Public Interest Statement**

The Transaction described in this Application will serve the public interest. The Transaction will result in the transfer of control of Licensees to a well-qualified company with a strong

management team and substantial telecommunications experience and expertise.

Applicants further submit that the Transaction will enhance the ability of Licensees to compete in the telecommunications marketplace. Licensees will continue to be operated by highly experienced, well-qualified management, operating and technical personnel. Licensees will also have access to the operational and managerial resources of CSAL, and such support will strengthen Licensees' competitive position. The Transaction will also expand CSAL's business operations and asset portfolio, thereby establishing a stronger and more diversified competitor in the telecommunications market.

Licensees will continue to offer competitive and innovative products following the Transaction at the same rates and on the same terms and conditions as currently provided (subject to future changes pursuant to applicable law and contract provisions). The Transaction is expected to be transparent to customers of Licensees and is not expected to result in the discontinuance, reduction, loss or impairment of service to any customer. Ultimately, the Transaction will benefit businesses and consumers by enabling Licensees to become stronger competitors in their respective markets. Any future changes in the rates, terms and conditions of service to the affected customers will be undertaken pursuant to customer contracts and any applicable federal and state notice and tariff requirements. The Transaction will not affect the current operation of Licensees, trigger any federal or state anti-slamming or bulk customer transfer rules (because the certificated, customer-facing service providers will be unchanged), or adversely affect the market for telecommunications services. The Transaction also will not adversely affect competition for the provision of telecommunications because, after the close of the Transaction, customers will continue to be served by Licensees and there will be no loss of market participants as a result of the Transaction.

#### IV. CONCLUSION

Based on the foregoing, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

Pat Crocker  
Crocker & Crocker  
Kalamazoo Building  
107 W. Michigan Avenue, 4th Floor  
Kalamazoo, Michigan 49007  
Tel: (269) 381-8893  
Fax: (269) 381-4855  
Email: patrick@crockerlawfirm.com

*Counsel to Transferor and Licensees*

/s/ Jeffrey Strenkowski  
Russell M. Blau  
Jeffrey R. Strenkowski  
Denise S. Wood  
Morgan Lewis & Bockius, LLP  
2020 K Street, NW  
Washington, DC 20006  
Tel: (202) 373-6000  
Fax: (202) 373-6001  
Email: russell.blau@morganlewis.com  
jeffrey.strenkowski@morganlewis.com  
denise.wood@morganlewis.com

*Counsel to Transferee*

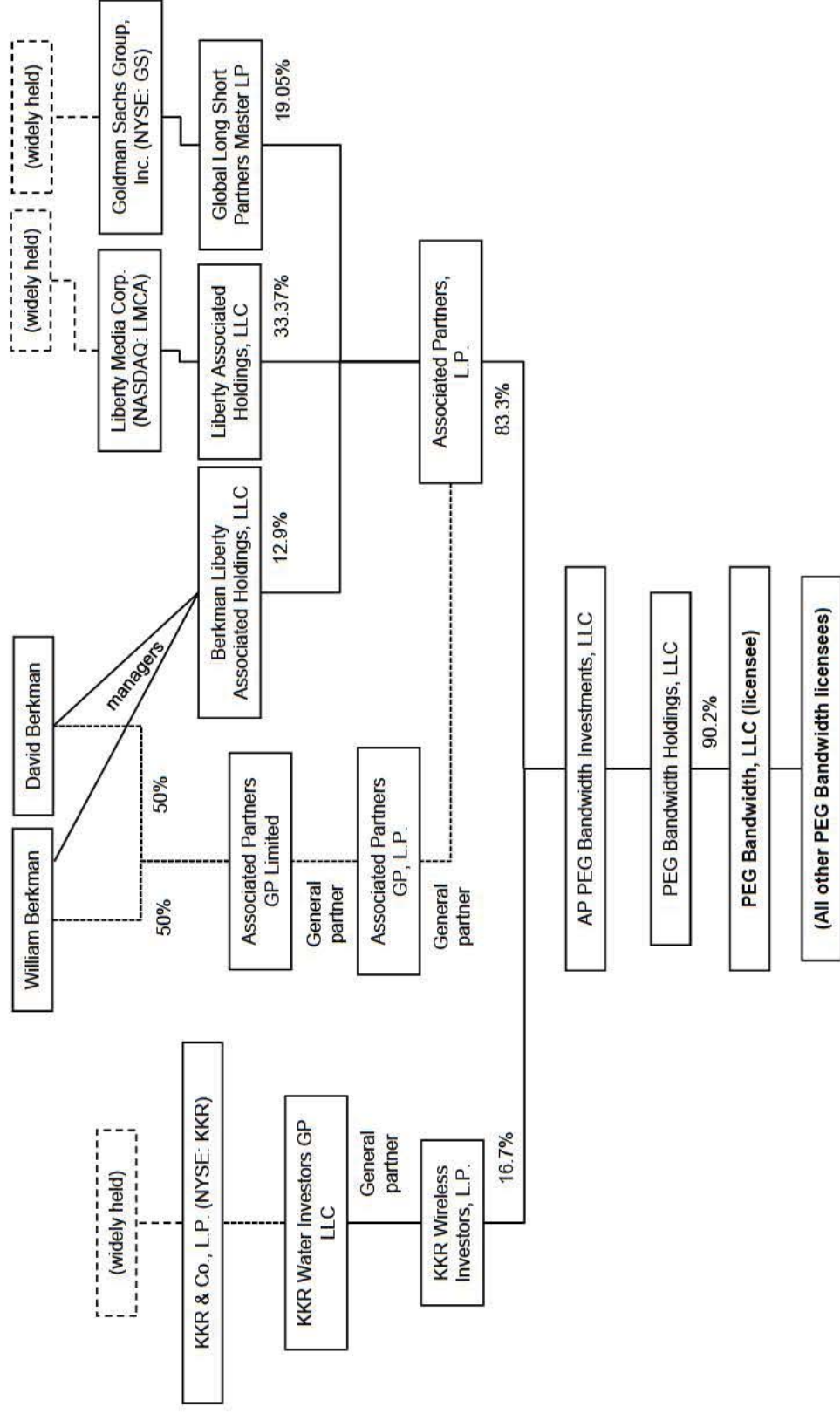
Dated: February 8, 2016

## **LIST OF EXHIBITS**

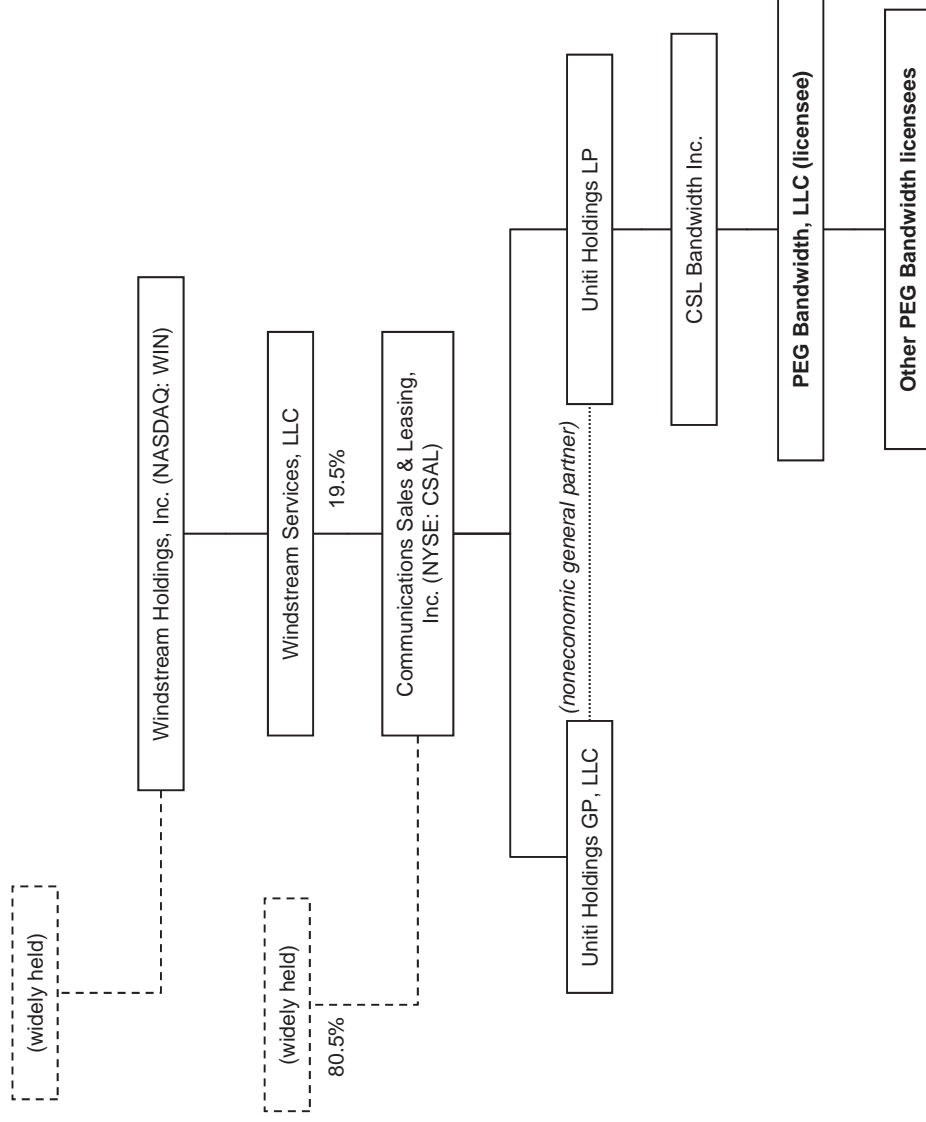
EXHIBIT A -- Corporate Structure and Transaction Chart
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## Pre-Transaction Organizational Structure of Licensees



## Post-Transaction Organizational Structure



STATE OF ARKANSAS

§  
§  
§

PULASKI COUNTY

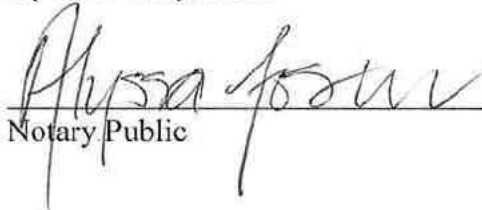
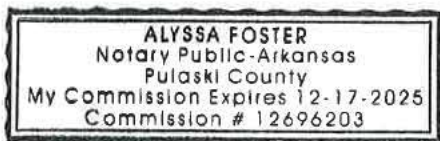
**VERIFICATION**

I, Daniel L. Heard, hereby declare that I am the Senior Vice President - General Counsel and Secretary of Communications Sales & Leasing, Inc.; that I am authorized to make this Verification on behalf of Communications Sales & Leasing, Inc.; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.



Daniel L. Heard  
Senior Vice President - General Counsel and  
Secretary  
Communications Sales & Leasing, Inc.

Sworn and subscribed before me this 12 day of January, 2016.

  
Notary Public

My commission expires 12-17-2025

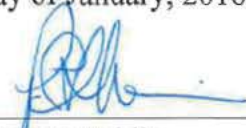
STATE OF PENNSYLVANIA     §  
                                             §  
MONTGOMERY COUNTY       §

**VERIFICATION**

I, James Volk, hereby declare that I am the Chief Financial Officer of PEG Bandwidth, LLC; that I am authorized to make this Verification on behalf of PEG Bandwidth, LLC and its subsidiaries; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

  
\_\_\_\_\_  
James Volk  
Chief Financial Officer  
PEG Bandwidth, LLC

Sworn and subscribed before me this 14<sup>th</sup> day of January, 2016.

  
\_\_\_\_\_  
Notary Public

My commission expires 8/26/16

